

Daniel Feinberg – CA Bar No. 135983  
 Todd F. Jackson – CA Bar No. 202598  
 Margaret E. Hasselman – CA Bar No. 228529  
 Nina Wasow – CA Bar No. 202047  
 Kirsten G. Scott – CA Bar No. 253464  
 LEWIS, FEINBERG, LEE,  
 RENAHER & JACKSON, P.C.  
 1330 Broadway, Suite 1800  
 Oakland, California 94612  
 Telephone: (510) 839-6824  
 Facsimile: (510) 839-7839  
 Email: dfeinberg@lewisfeinberg.com  
 Email: tjackson@lewisfeinberg.com  
 Email: mhasselman@lewisfeinberg.com  
 Email: nwasow@lewisfeinberg.com  
 Email: kscott@lewisfeinberg.com

*Attorneys for Plaintiffs and the Class*  
 (Additional counsel on signature page)

IN THE UNITED STATES DISTRICT COURT  
 FOR THE NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO AND OAKLAND DIVISION

THOMAS FERNANDEZ, LORA SMITH, and  
 TOSHA THOMAS, individually and on behalf  
 of a class of all other persons similarly situated,

Plaintiffs,

vs.

K-M INDUSTRIES HOLDING CO., INC.;  
 K-M INDUSTRIES HOLDING CO., INC.  
 ESOP PLAN COMMITTEE; WILLIAM E.  
 AND DESIREE B. MOORE REVOCABLE  
 TRUST; TRUSTEES OF THE WILLIAM E.  
 AND DESIREE B. MOORE REVOCABLE  
 TRUST; CIG ESOP PLAN COMMITTEE;  
 NORTH STAR TRUST COMPANY;  
 DESIREE B. MOORE REVOCABLE TRUST;  
 WILLIAM E. MOORE MARITAL TRUST;  
 WILLIAM E. MOORE GENERATION-  
 SKIPPING TRUST; and DESIREE MOORE,  
 BOTH IN HER INDIVIDUAL CAPACITY  
 AND AS TRUSTEE OF THE WILLIAM E.  
 AND DESIREE B. MOORE REVOCABLE  
 TRUST'S SUCCESSOR TRUSTS NAMED  
 ABOVE,

Defendants.

Case No. C-06-07339 CW

**ORDER GRANTING PLAINTIFFS'  
 MOTION FOR FINAL APPROVAL OF  
 CLASS ACTION SETTLEMENT**

1 This matter comes before the Court on the Class Plaintiffs' Motion for Final Approval of  
2 Class Action Settlement to grant final approval of the Stipulation and Agreement of Settlement  
3 ("Settlement" or "Settlement Agreement") between Class Plaintiffs, on behalf of themselves and  
4 the Class, and Defendant North Star Trust Company ("NSTC"), as well as the Moore Trust  
5 Defendants and the KMH Defendants (collectively the "Settling Parties"), by and through their  
6 respective counsel.

7 The proposed settlement in this case was preliminarily approved by this Court on January  
8 22, 2010 ("Preliminary Approval Order") [Docket No. 390]. Pursuant to the Court's Preliminary  
9 Approval Order and the Notice provided to the Class, the Court conducted a fairness hearing  
10 under Fed. R. Civ. P. 23(e) on April 22, 2010. The Court has reviewed the materials submitted  
11 by the parties, and has heard arguments presented at such hearing. For the reasons cited on the  
12 record as well as those stated hereafter, the Court finds and orders as follows:

13 1. The Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. §  
14 1331 and 29 U.S.C. § 1132(f).

15 2. The notice given to the Class fully and accurately informed Class Members of all  
16 material elements of the proposed settlement, constituted the best notice practicable under the  
17 circumstances, constituted valid, due and sufficient notice to all Class Members, and complied  
18 fully with Rule 23 of the Federal Rules of Civil Procedure and the United States Constitution.

19 3. The Settlement Agreement is fair, reasonable and adequate in all respects to the  
20 Class Members pursuant to Rule 23 of the Federal Rules of Civil Procedure. The Court finds that  
21 the uncertainty and delay of further litigation strongly support the reasonableness and adequacy of  
22 the \$15 million settlement.

23 4. No class member has objected to any aspect of the proposed settlement. The  
24 reaction of the Class to the proposed settlement strongly supports the conclusion that the  
25 proposed settlement is fair, reasonable, and adequate. Accordingly, the Court finds that the  
26 settlement is, in all respects, fair, reasonable and adequate, and hereby grants final approval of the  
27 settlement.  
28

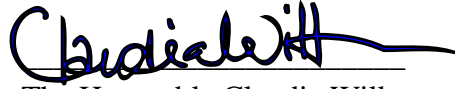
1           5.       The Court finds and determines that NSTC's notice of Settlement to State  
2 Attorneys General and United States Attorneys General, pursuant to 28 U.S.C. section  
3 1715(b), was timely, adequate, and compliant with the statutory requirements of the Class Action  
4 Fairness Act.

5           6.       The Court reserves exclusive and continuing jurisdiction over the class action, the  
6 Named Plaintiffs, the Class, and the Defendants for the purposes of supervising the  
7 implementation, enforcement, construction, and interpretation of the Settlement Agreement, the  
8 Preliminary Approval Order, the distribution of Settlement Payments, and this Order.

9           7.       All claims, counterclaims, and cross-claims in this action are hereby dismissed  
10 with prejudice.

11 **IT IS SO ORDERED.**

12  
13  
14 Dated: 4/23/2010

  
The Honorable Claudia Wilken  
United States District Judge